AMENDMENT OF SOLICITATION/	MODIFICATION OF C	ONTR	ACT 1. CONT	TRAG	CTID CODE		PAGE OF	PAGES 2
AMENDMENT/MODIFICATION NO. P00003	3. EFF. DATE 09/04/2014	4. RE	QUISITION/PURCH	IASE	EREQ. NO.	5. PROJECT NO). (If ap	oplicable)
6. ISSUED BY CODE	7014		7. ADMINISTERE			NOTE THE PROPERTY OF THE PROPE		
DHS - Customs & Border Protection Department of Homeland Security 1300 Pennsylvania Ave, NW Procurement Directorate - NP 1310 Washington	DC 20229		Department	of F	& Border Protections and Securional Ave, NW rectorate - NP 13	ty 310	20229	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, coun	ty, State	and Zip Code)	П	9A. AMENDMEN	T OF SOLICITATIO	N NO.	
G4S SECURE SOLUTIONS USA IN	IC			П				
1395 UNIVERSITY BLVD FORMERLY THE WACKENHUT (JUPITER	CORP FL 33458-52	89		×		EE ITEM 11) FION OF CONTRA 013D00022 /	CT/ORDER N	√ O.
PRODUCE OF THE PRODUCT OF THE PRODUC	FACILITY CODE					SEE ITEM 13)	08/2	2/2013
11.	THIS ITEM ONLY APPLIES	TO AME	NDMENTS OF SOL	ICIT	ATIONS			
The above numbered solicitation is amen must acknowledge receipt of this amendment Items 8 and 15, and returning separate letter or telegram which includes a re THE PLACE DESIGNATED FOR THE RECEI virtue of this amendment you desire to change reference to the solicitation and this amendment.	prior to the hour and date scopies of the amendment; (seference to the solicitation a PT OF OFFERS PRIOR TO the an offer already submitted.	specified b) By ac nd amen) THE Ho ed, such	in the solicitation of knowledging receip idment numbers. F DUR AND DATE S change may be m	or as ot of AIL PEC	s amended, by one this amendment of URE OF YOUR ACCIFIED MAY RESU	n each copy of the CKNOWLEDGEME LT IN REJECTION	nethods: (a) coffer subm NT TO BE I	nitted; or (c) By RECEIVED AT
12. ACCOUNTING AND APPROPRIATION DA	TA (If required)							
	ITEM APPLIES ONLY TO M							
A. THIS CHANGE ORDER IS ISSUED PURSUAN ORDER NO. IN ITEM 10A.	ODIFIES THE CONTRACT/C	and the second second			TEM 14. IN ITEM 14 ARE MAD	E IN THE CONTRACT		
B. THE ABOVE NUMBERED CONTRACT/ORDE appropriation date, etc.) SET FORTH IN I				5 (S	uch as changes in	paying office	
C. THIS SUPPLEMENTAL AGREEMENT IS ENTE FAR 52.217-9 and FAR 43.103 (a) Bilateral	HORITY C	DF:					
D. OTHER (Specify type of modification a	and authority)							
E. IMPORTANT: Contractor is no	ot is required to sig	n this do	cument and return	_	1 co	pies to issuing office	2.	
14. DESCRIPTION OF AMENDMENT/M					cluding solicitation/d	contract subject ma	tter where fe	
1. In accordance with FAR clause 52 2016) is hereby exercised. This mod	2.217-9 Option to Extification does not pro	end the	e Term of the C ny funding.	Cont	tract, Option Y	ear 2 (Sep 4, 2	015 to Se	p 3,
2. Pursuant to FAR 43.103(a), the fo	llowing items are bila	iterally	incorporated i	nto	the contract:			
2.1) Due to the ever-changing progravehicle operational hours previously incorporates the amended PWS date 2015 and Transition Plan dated 8 Auper the CBAs.	established under the d 13 Jul 2015 and Tra	contra	act in Option Y ation Plans date	ear ed 1	s 1 and 2. As so 7 July 2015 and	uch, this modified G4S' proposa	fication he dated 29	ereby Jul
Except as provided herein, all terms and conditions of		Item 9A					ce and effect.	
15A NAME AND LITLE OF SIGNER (7) (b) (6)	/pe or print)		Shaun C	G. S		CTING OFFICER	(7)	ype or print)
15B CONTRACTOR/OFFEROR	L15C. DATE			- 7	Officer		4/0 -	NATE:
15B CONTRACTOR/OFFFROR (b) (6)	SIGNED	-15	BY (b) (6)	IAI	ES OF AMERICA			GNED
NEW 75 40 01 152 0070	1-1	1-1	(5	sign	ature of Contract	ing Officer)	09/	/04/2015

AMENDMENT OF SOLICITATION/M	ODIFICATION OF CONTRA	ACT - Continuation	CONTRACT ID CODE		
2. AMENDMENT/MODIFICATION NO. P00003	3. EFF. DATE 09/04/2014	4. REQUISITION/PURC	HASE REQ. NO.	PAGE OF 2	PAGES 2

14. DESCRIPTION OF AMENDMENT/MODIFICATION (

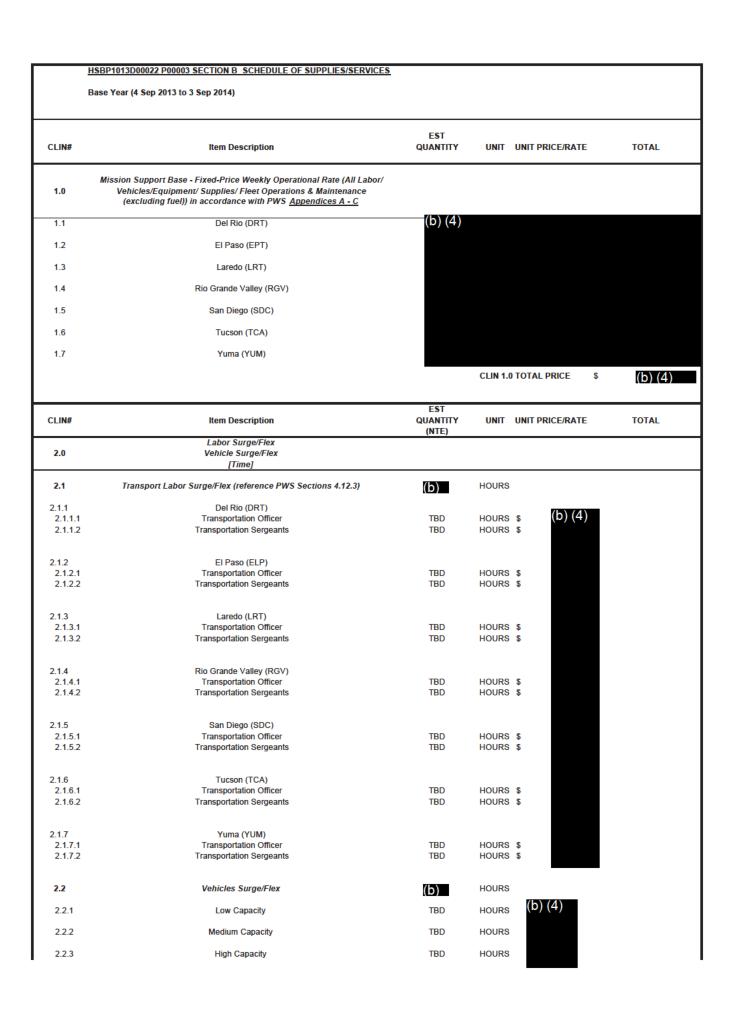
Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

- 3. As a result, of item 1 and 2, the Total Estimated Contract Value is hereby decreased by \$2,946,724.15 from \$288,407,434.47 to \$285,460,710.32.
- 4. Due to recent DHS and CBP Policy updates, the following Policies/Clauses are hereby incorporated into the contract:
- 4.1) Prison Rape Elimination Act (PREA) (OCT 2014) [found at the following link... http://www.gpo.gov/fdsys/pkg/FR-2014-03-07/pdf/2014-04675.pdf]
- 4.2) HSAR Class Deviation 15-01 Safeguarding of Sensitive Information Security Clause HSAR 3052.204-71 Alternate II (prescription identified at http://www.dhs.gov/xlibrary/assets/opnbiz/hsar.pdf (page 102). The clause is seen after Item 7. below.
- 4.3) Policy Document entitled "U.S. Customs and Border Protection (CBP) National Standards on Transport, Escort, Search and Detention dated June 4, 2015 (OFO document). This was previously provided to G4S entitled, "Secure Detention, Transportation & Escort Procedures at Ports of Entry".
- 5. The Schedule B is hereby revised and attached to this modification.
- 6. The PWS is hereby revised and attached to this modification.
- 7. The Transportation Plans are hereby revised and attached to this modification.

ALTERNATE II (JUN 2006)

When the Department has determined contract employee access to sensitive information or Government facilities must be limited to U.S. citizens and lawful permanent residents, but the contract will not require access to IT resources, add the following paragraphs:

- (g) Each individual employed under the contract shall be a citizen of the United States of America, or an alien who has been lawfully admitted for permanent residence as evidenced by a Permanent Resident Card (USCIS I-551). Any exceptions must be approved by the Department's Chief Security Officer or designee.
- (h) Contractors shall identify in their proposals, the names and citizenship of all non-U.S. citizens proposed to work under the contract. Any additions or deletions of non-U.S. citizens after contract award shall also be reported to the contracting officer. (End of clause)



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CLIN#	Item Description	EST QUANTITY (NTE)	UNIT	UNIT PRICE/RATE	TOTAL
3.0	MTRT [Materials-pre-approved vehicle maintenance contingencies and any cross-state licensing requirements] (reference PWS Section 4.12.4)	NTE	~	~	s (b) (4)
4.0	Travel [Materials]	NTE	~	~	\$
5.0	Fuel [Materials] (vendors are encouraged to provide optional fuel consumption reduction/greenhouse gas minimizing proposals (i.e. show how average fuel cost per mile traveled may be reduced. Vendors shall use \$3.50/gal as the average cost per gallon for their calculations) (reference the PWS and Evaluation Criteria (Section M))	NTE	~	~	\$
	NTE = not to exceed EA = each]			

	SECTION B SCHEDULE OF SUPPLIES/SERVICES				
CLIN#	Item Description	EST QUANTITY	UNIT	UNIT PRICE/RATE	TOTAL
	Option Year One (4 Sep 2014 to 3 Sep 2015)				
6.0	Replacement Costs for (2) (4) (IAW new eQIP Plan) P00002 change (reimbursable line item)	NTE	~	~	(b) (4)
7.0	Mission Support Base - Fixed-Price Weekly Operational Rate (All Labor/ Vehicles/Equipment/ Supplies/ Fleet Operations & Maintenance (excluding fuel)) in accordance with PWS <u>Appendices A - C</u>				
7.1	Del Rio (DRT)	(b) (4)			
7.2	El Paso (EPT)				
7.3	Laredo (LRT)				
7.4	Rio Grande Valley (RGV)				
7.5	San Diego (SDC)				
7.6	Tucson (TCA)				
7.7	Yuma (YUM)				
7.8	Transition PlanFixed Price (See PWS Section 6.1 and Provision L.12				s (b) (4)
7.0	for this Requirement)				(5) (4)
			CLIN 7.	0 TOTAL PRICE	s (b) (4)
CLIN#	Item Description	EST QUANTITY (NTE)	UNIT	UNIT PRICE/RATE	TOTAL
8.0	Labor Surge/Flex Vehicle Surge/Flex [Time]				
8.1	Transport Labor Surge/Flex (reference PWS Section 4.12.3)	(b)	HOURS	-	
8.1.1	Del Rio (DRT)			(b) (4)	
8.1.1.1 8.1.1.2	Transportation Officer Transportation Sergeants	TBD TBD	HOURS HOURS	*	
8.1.2 8.1.2.1	El Paso (ELP) Transportation Officer	TBD	HOURS	· S	
0.1.2.1	Tansportation Officer	.00	1100110	Ť	

8.1.2.2	Transportation Sergeants	TBD	HOURS \$	(b) (4)
8.1.3	Laredo (LRT)			
8.1.3.1	Transportation Officer	TBD	HOURS \$	
8.1.3.2	Transportation Sergeants	TBD	HOURS \$	
8.1.4	Rio Grande Valley (RGV)			
8.1.4.1	Transportation Officer	TBD	HOURS \$	
8.1.4.2	Transportation Sergeants	TBD	HOURS \$	
8.1.5	San Diego (SDC)			
8.1.5.1	Transportation Officer	TBD	HOURS \$	
8.1.5.2	Transportation Sergeants	TBD	HOURS \$	
8.1.6	Tucson (TCA)			
8.1.6.1	Transportation Officer	TBD	HOURS \$	
8.1.6.2	Transportation Sergeants	TBD	HOURS \$	
8.1.7	Yuma (YUM)			
8.1.7.1	Transportation Officer	TBD	HOURS \$	
8.1.7.2	Transportation Sergeants	TBD	HOURS \$	
8.2	Vehicles Surge/Flex	(b)	HOURS	
8.2.1	Low Capacity	TBD	HOURS \$	
8.2.2	Medium Capacity	TBD	HOURS \$	
8.2.3	High Capacity	TBD	HOURS \$	

CLIN#	Item Description	EST QUANTITY (NTE)	UNIT	UNIT PRICE/RATE	TOTAL
9.0	MTRT [Materials-pre-approved vehicle maintenance contingencies and any cross-state licensing requirements](reference PWS Section 4.12.4)	NTE	~	~	s (b) (4)
10.0	Travel [Materials]	NTE	~	~	\$
11.0	Fuel [Materials] (vendors are encouraged to provide optional fuel consumption reduction/greenhouse gas minimizing proposals (i.e. show how average fuel cost per mile traveled may be reduced. Vendors shall use \$3.50/gal as the average cost per gallon for their calculations) (reference the PWS and Evaluation Criteria (Section M))	NTE	~	~	\$
	NTE = not to exceed EA = each				

	SECTION B SCHEDULE OF SUPPLIES/SERVICES				
	Option Year Two (4 Sep 2015 to 3 Sep 2016)				
CLIN#	Item Description	EST QUANTITY	UNIT	UNIT PRICE/RATE	TOTAL
12.0	Mission Support Base - Fixed-Price Weekly Operational Rate (All Labor/ Vehicles/Equipment/ Supplies/ Fleet Operations & Maintenance (excluding fuel)) in accordance with PWS <u>Appendices A - C</u>				
12.1	Del Rio (DRT)				

12.2	El Paso (EPT)	(b) (4)			
12.3	Laredo (LRT)				
12.4	Rio Grande Valley (RGV)				
12.5	San Diego (SDC)				
12.6	Tucson (TCA)				
12.7	Yuma (YUM)				
12.8	Transition Plan (Fixed price- see PWS Section 6.1)				
			CLIN 12	.0 TOTAL PRICE \$	(b) (4)
CLIN#	Item Description	EST QUANTITY (NTE)	UNIT	UNIT PRICE/RATE	TOTAL
13.0	Labor Surge/Flex Vehicle Surge/Flex [Time]				
13.1	Transport Labor Surge/Flex (reference PWS Section 4.12.3)	(b)	HOURS		
13.1.1	Del Rio (DRT)			(b) (1)	
13.1.1.1 13.1.1.2		TBD TBD	HOURS		
10.11.12	Transportation obligation	155	Hoorto		
13.1 2	El Paso (ELP)				
13.1 2.1	Transportation Officer	TBD	HOURS		
13.1 2.2	Transportation Sergeants	TBD	HOURS	\$	
13.1 3 13.1 3.1	Laredo (LRT) Transportation Officer	TBD	HOURS	•	
13.1 3.1		TBD	HOURS		
13.1.4	Rio Grande Valley (RGV)				
13.1.4.1	Transportation Officer	TBD	HOURS	\$	
13.1.4.2	Transportation Sergeants	TBD	HOURS	\$	
13.1 5 13.1 5.1	San Diego (SDC) Transportation Officer	TBD	HOURS	c	
13.1 5.2		TBD	HOURS		
13.1 6	Tucson (TCA)				
13.1 6.1	Transportation Officer	TBD	HOURS		
13.1 6.2	Transportation Sergeants	TBD	HOURS	\$	
40.47	V A/IIID				
13.1.7 13.1.7.1	Yuma (YUM) Transportation Officer	TBD	HOURS	S	
13.1.7.2		TBD	HOURS		
13.2	Vehicles Surge/Flex	(b)	HOURS		
13 2.1	Low Capacity	TBD	HOURS	\$	
13 2 2	Medium Capacity	TBD	HOURS	\$	
13 2 3	High Capacity	TBD	HOURS	\$	
,	TBD = to be determined upon task order	¬			_
	TOD - to be determined upon task order				

CLIN#	Item Description	EST QUANTITY (NTE)	UNIT	UNIT PRICE/RATE	TOTAL
14.0	MTRT [Materials-pre-approved vehicle maintenance contingencies and any cross-state licensing requirements](reference PWS Section 4.12.4)	NTE	~	~	\$ 50,000
15.0	Travel [Materials]	NTE	~	~	\$ 85,000

Fuel [Materials] (vendors are encouraged to provide optional fuel consumption reduction/greenhouse gas minimizing proposals (i.e. show how average fuel cost per mile traveled may be reduced. Vendors shall use \$3.50/gal as the average cost per gallon for their calculations) (reference the PWS and Evaluation Criteria (Section M))

NTE ~ ~ \$ 5,600,000

NTE = not to exceed

EA = each

16.0

6	SECTION B SCHEDULE OF SUPPLIES/SERVICES				
	Option Year Three (4 Sep 2016 to 3 Sep 2017)				
CLIN#	Item Description	EST QUANTITY	UNIT	UNIT PRICE/RAT	E TOTAL
17.0	Mission Support Base - Fixed-Price Weekly Operational Rate (All Labor/ Vehicles/Equipment/ Supplies/ Fleet Operations & Maintenance (excluding fuel)) in accordance with PWS <u>Appendices A - C</u>				
17.1	Del Rio (DRT)	(b) (4)			
17.2	El Paso (EPT)				
17.3	Laredo (LRT)				
17.4	Rio Grande Valley (RGV)				
17.5	San Diego (SDC)				
17.6	Tucson (TCA)				
17.7	Yuma (YUM)				
			CLIN 17	.0 TOTAL PRICE	\$ (b) (4)
CLIN#	Item Description	EST QUANTITY (NTE)	UNIT	UNIT PRICE/RAT	E TOTAL
18.0	Labor Surge/Flex Vehicle Surge/Flex [Time]				
18.1	Transport Labor Surge/Flex (reference PWS Section 4.12.3)	(b)	HOURS		
18.1.1 18.1.1.1 18.1.1.2	Del Rio (DRT) Transportation Officer Transportation Sergeants	TBD TBD	HOURS HOURS	. , .)
18.1 2 18.1 2.1 18.1 2.2	El Paso (ELP) Transportation Officer Transportation Sergeants	TBD TBD	HOURS HOURS		
18.1 3 18.1 3.1 18.1 3.2	Laredo (LRT) Transportation Officer Transportation Sergeants	TBD TBD	HOURS HOURS		
18.1.4 18.1.4.1 18.1.4.2	Rio Grande Valley (RGV) Transportation Officer Transportation Sergeants	TBD TBD	HOURS HOURS		
18.1 5 18.1 5.1 18.1 5.2	San Diego (SDC) Transportation Officer Transportation Sergeants	TBD TBD	HOURS HOURS		
18.1 6 18.1 6.1 18.1 6.2	Tucson (TCA) Transportation Officer Transportation Sergeants	TBD TBD	HOURS HOURS		

18.1.7 18.1.7.1 18.1.7.2	Yuma (YUM) Transportation Officer Transportation Sergeants	TBD TBD	HOURS \$ (b) (4)
18.2	Vehicles Surge/Flex	(b)	HOURS
18 2.1	Low Capacity	TBD	HOURS (b) (4)
18 2 2	Medium Capacity	TBD	HOURS
18 2 3	High Capacity	TBD	HOURS
TBD = to be	determined upon task order		

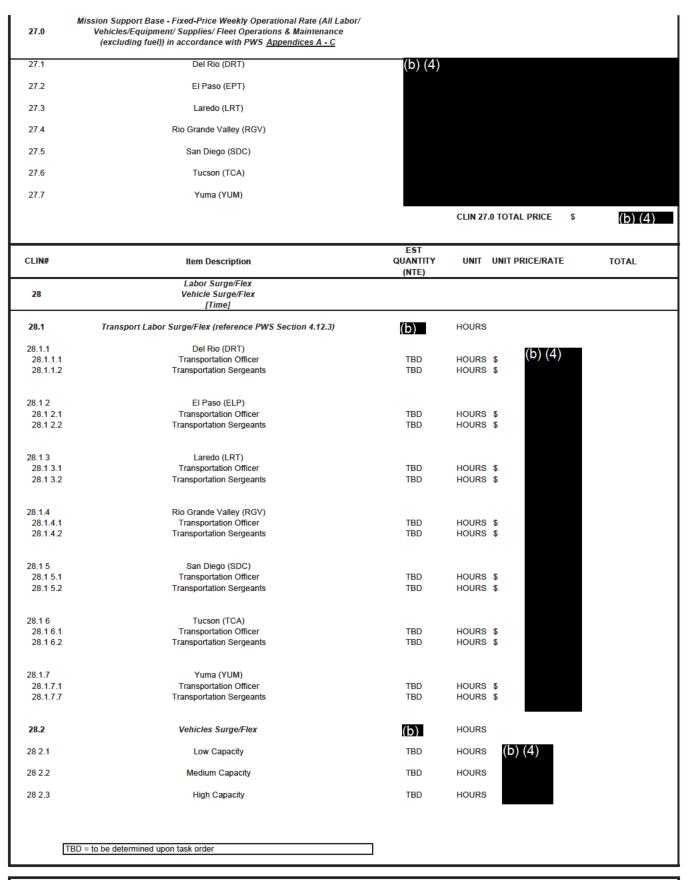
CLIN#	Item Description	EST QUANTITY (NTE)	UNIT	UNIT PRICE/RATE		TOTAL
	MTRT [Materials-pre-approved vehicle maintenance contingencies and					
19.0	any cross-state licensing requirements](reference PWS Section 4.12.4)	NTE	~	~		
					\$	50,000
		NTE	~	~		
20.0	Travel [Materials]				\$	85,000
	Fuel [Materials] (vendors are encouraged to provide optional fuel consumption reduction/greenhouse gas minimizing proposals (i.e. show	NTE	~	~	· ·	3,935,000
21.0	how average fuel cost per mile traveled may be reduced. Vendors shall use \$3.50/gal as the average cost per gallon for their calculations) (reference the PWS and Evaluation Criteria (Section M))	NIE			•	3,933,000
	NTE = not to exceed					
	EA = each					

SECTION B SCHEDULE OF SUPPLIES/SERVICES Option Year Four (4 Sep 2017 to 3 Sep 2018) **EST** TOTAL CLIN# QUANTITY UNIT UNIT PRICE/RATE **Item Description** Mission Support Base - Fixed-Price Weekly Operational Rate (All Labor/ 22.0 Vehicles/Equipment/ Supplies/ Fleet Operations & Maintenance (excluding fuel)) in accordance with PWS Appendices A - C 22.1 Del Rio (DRT) (b) (4) 22.2 El Paso (EPT) 22.3 Laredo (LRT) 22.4 Rio Grande Valley (RGV) 22.5 San Diego (SDC) 22.6 Tucson (TCA) 22.7 Yuma (YUM) **CLIN 22.0 TOTAL PRICE** \$ (b) (4) EST CLIN# **Item Description** QUANTITY UNIT UNIT PRICE/RATE TOTAL (NTE) Labor Surge/Flex 23.0 Vehicle Surge/Flex [Time] 23.1 Transport Labor Surge/Flex (reference PWS Section 4.12.3) (b) HOURS 23.1.1 Del Rio (DRT) TBD HOURS \$ (b) 23.1.1.1 Transportation Officer

23.1.1.2	Transportation Sergeants	TBD	HOURS \$ (b) (4)
23.1 2 23.1 2.1	El Paso (ELP) Transportation Officer	TBD	HOURS \$
23.1 2.1	Transportation Officer Transportation Sergeants	TBD	HOURS \$
23.1 3	Laredo (LRT)		
23.1 3.1	Transportation Officer	TBD	HOURS \$
23.1 3.2	Transportation Sergeants	TBD	HOURS \$
23.1.4	Rio Grande Valley (RGV)		
23.1.4.1	Transportation Officer	TBD	HOURS \$
23.1.4.2	Transportation Sergeants	TBD	HOURS \$
23.1 5	San Diego (SDC)		
23.1 5.1	Transportation Officer	TBD	HOURS \$
23.1 5.2	Transportation Sergeants	TBD	HOURS \$
23.1 6	Tucson (TCA)		
23.1 6.1	Transportation Officer	TBD	HOURS \$
23.1 6.2	Transportation Sergeants	TBD	HOURS \$
22.4.7	Vince (VIIII)		
23.1.7 23.1.7.1	Yuma (YUM) Transportation Officer	TBD	HOURS \$
23.1.7.2	Transportation Sergeants	TBD	HOURS \$
23.2	Vehicles Surge/Flex	(b)	HOURS
23 2.1	Low Capacity	TBD	HOURS (b) (4)
23 2 2	Medium Capacity	TBD	HOURS
23 2 3	High Capacity	TBD	HOURS
TBD = to be	determined upon task order		

CLIN#	Item Description	EST QUANTITY (NTE)	UNIT	UNIT PRICE/RATE	TOTAL
	MTRT [Materials-pre-approved vehicle maintenance contingencies and				
24.0	any cross-state licensing requirements](reference PWS Section 4.12.4)	NTE	~	~	
					\$ 50,000
		NTE	~	~	
25.0	Travel [Materials]				\$ 85,000
26.0	Fuel [Materials] (vendors are encouraged to provide optional fuel consumption reduction/greenhouse gas minimizing proposals (i.e. show how average fuel cost per mile traveled may be reduced. Vendors shall use \$3.50/gal as the average cost per gallon for their calculations) (reference the PWS and Evaluation Criteria (Section M))	NTE	~	~	\$ 3,935,000
	NTE = not to exceed EA = each				

	ON B SCHEDULE OF SUPPLIES/SERVICES nth Extension (52.217-8) (4 Sep 2018 to 3 Mar 2019)			
CLIN#	Item Description	EST QUANTITY	UNIT UNIT PRICE/RATE	TOTAL



		EST			
CLIN#	Item Description	QUANTITY	UNIT	UNIT PRICE/RATE	TOTAL
		(NTE)			

29.0	MTRT [Materials-pre-approved vehicle maintenance contingencies and any cross-state licensing requirements](reference PWS Section 4.12.4)	NTE	~	~	
					\$ 25,000
30.0	Travel [Materials]	NTE	~	~	\$ 42,500
31.0	Fuel [Materials] (vendors are encouraged to provide optional fuel consumption reduction/greenhouse gas minimizing proposals (i.e. show how average fuel cost per mile traveled may be reduced. Vendors shall use \$3.50/gal as the average cost per gallon for their calculations) (reference the PWS and Evaluation Criteria (Section M))	NTE	~	~	\$ 1,967,500
	NTE = not to exceed EA = each				

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CLIN Description	CLIN 1 - CL N 6	CL N 7 - CLIN 11	CLIN 12 - CLIN 16	CLIN 17 - CLIN 21	CL N 22 - CL N 26	CLIN 27 - CLIN 31	
	Base Yr	Option Yr 1	Option Yr 2	Option Yr 3	Option Yr 4	6 Mon Ext	Total
Mission Supp Base	(b) (4)						
Surge MTRT							
Travel							
Fuel							
Transition(e-QIP, Re-Deployme	n						
Total							